

CONSENT FOR ACCESS TO PROPERTY

Property Owner: ~~Industrial Income Trust~~ IIT Clifton DC LLC

Address of Property: 125 Delawanna Avenue, Clifton, New Jersey having the legal description of Block 73-3, Lots 2.01, 102, and 104

~~Industrial Income Trust~~ Date: _____, 2014 (the "Effective Date")

IIT Clifton DC LLC, a Delaware limited liability company ("IIT") is the owner of the Property described above. IIT understands that the United States Environmental Protection Agency ("EPA") is conducting an investigation of the nature and extent of contamination in the Lower Passaic River Study Area of the Diamond Alkali Superfund Site, pursuant to its responsibilities under the Superfund law, also known as the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended ("CERCLA"), 42 U.S.C. §§ 9601-9675.

IIT hereby consents to allow officers, employees and authorized representatives of EPA to enter and have access to its Property, as set forth on Exhibit A to perform the following activities:

- ~~access across the Property to the containment cell, that is owned and operated by, and located on the property of, Givaudan Roure Corporation (the "Cell");~~
- ~~collecting samples within the Cell, and thereafter closing and restoring the Cell; and~~
- conducting measures necessary to restrict access to work areas in connection with the EPA's testing of the Cell.

~~IIT recognizes that the performance of such actions may require some disturbance to the Property and that:~~ EPA will minimize any disturbance and disruption to the maximum extent practicable; areas disturbed by EPA will be restored to their prior condition by EPA to the maximum extent practicable, at the completion of the work; and at the completion of the work, all investigation-derived waste will be removed from the Property.

~~IIT understands that EPA requires~~ EPA shall maintain and shall cause its contractors to maintain comprehensive vehicle liability insurance and comprehensive general liability insurance, including Contractor's Pollution Liability coverage and environmental coverage for loss or damage arising from the activities of its contractors, which policies shall name IIT as an additional insured, as more fully described and set forth on Exhibit B attached hereto.

IIT understands and agrees that the above-mentioned authorized representatives may enter upon its Property at reasonable times as scheduled through a designated authorized agent, representative or contractor, to the extent practicable, at least (5) five business days prior to any such entry. This pre-notification requirement excludes emergencies.

~~This written permission is given~~ Consent for Access to Property provided by IIT voluntarily shall terminate, and without threats or promises be of any kind, no further effect ten (10) years after the Effective Date.

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By my signature, I, on behalf of IIT, acknowledge that I am fully authorized to grant such access.

By: _____

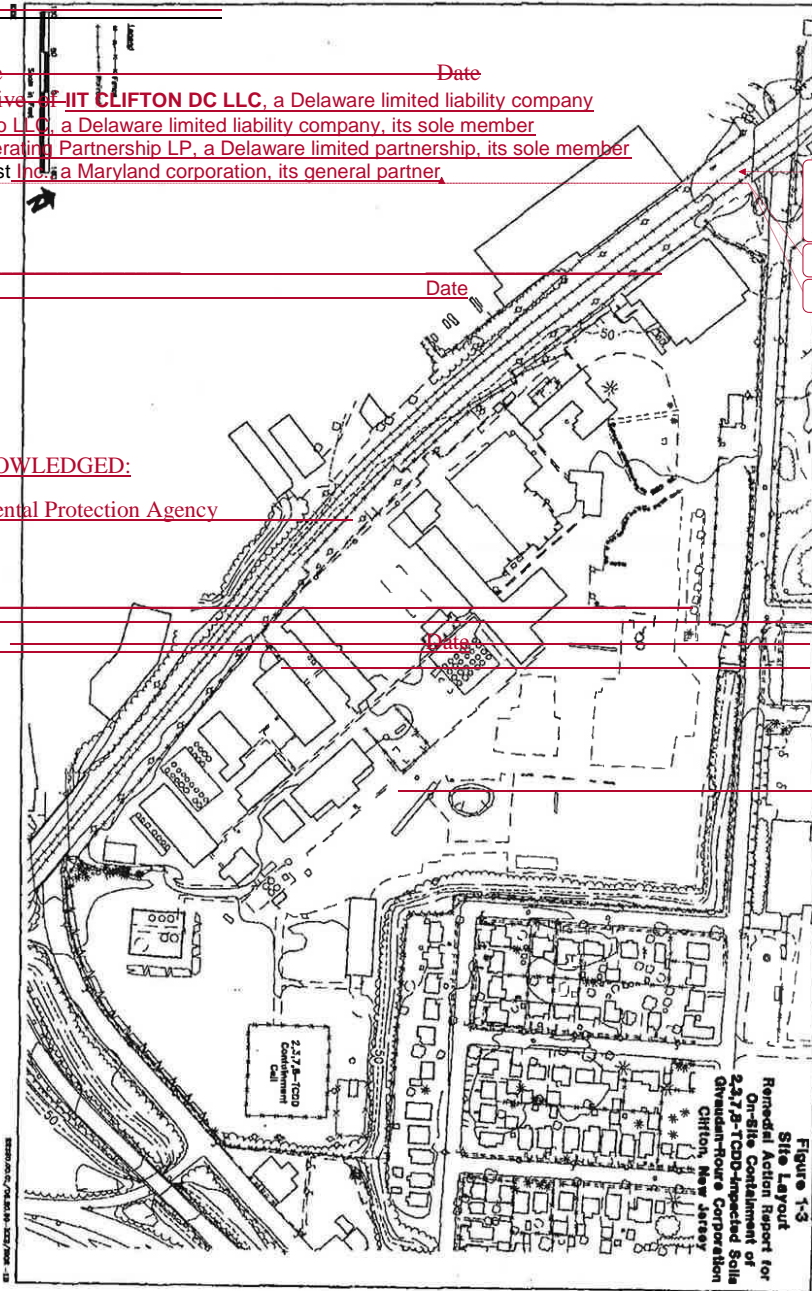
Name and Title _____ Date _____

Authorized representative of IIT CLIFTON DC LLC, a Delaware limited liability company
By: IIT Real Estate Holdco LLC, a Delaware limited liability company, its sole member
By: Industrial Income Operating Partnership LP, a Delaware limited partnership, its sole member
By: Industrial Income Trust, Inc., a Maryland corporation, its general partner,

By: _____
Name: _____ Date _____
Title: _____

AGREED AND ACKNOWLEDGED:
United States Environmental Protection Agency

By: _____
Name: _____
Title: _____



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Exhibit A

[depiction of limited access route over property]

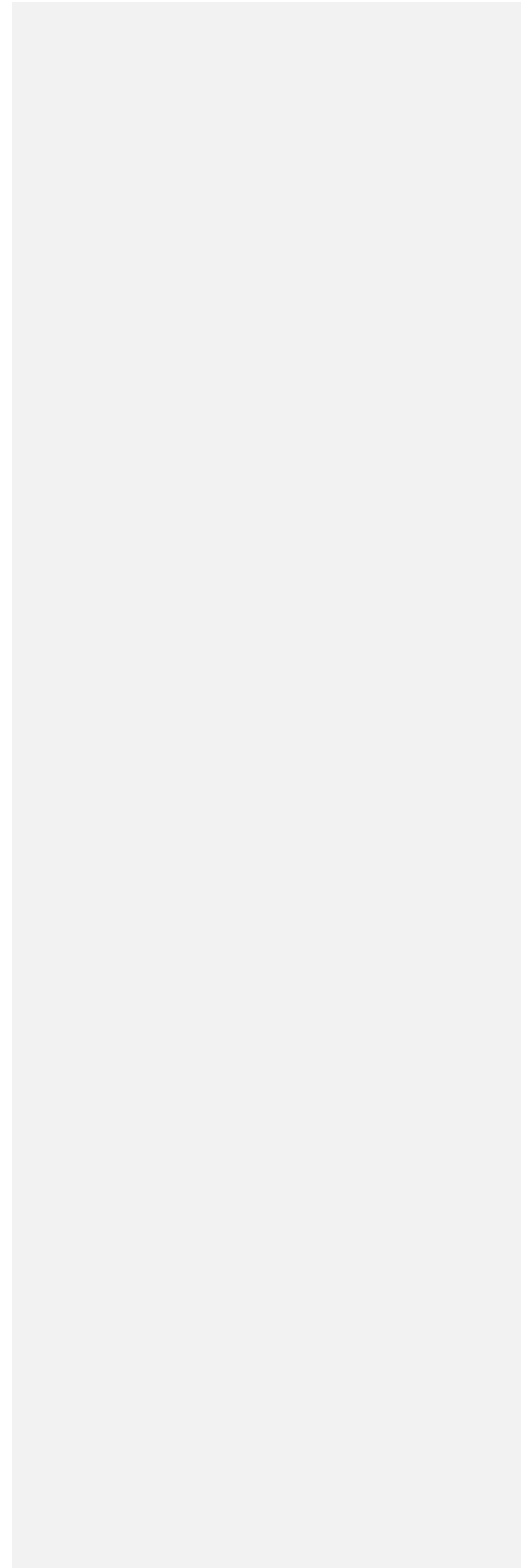


Exhibit B

Insurance Coverage

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